

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re  
DPH HOLDINGS CORP., et al.

Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

FINAL DECREE AND ORDER PURSUANT TO 11 U.S.C. § 350(a), FED.  
R. BANKR. P. 3022, AND LOCAL R. BANKR. P. 3022-1 CLOSING  
CHAPTER 11 CASES OF FIVE FILING DEBTORS

Upon the motion, dated July 6, 2012 (the "Motion"),<sup>1</sup> of DPH Holdings Corp. ("DPH Holdings"), on behalf of itself and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), successors to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for entry of an order and final decree pursuant to 11 U.S.C. § 350(a), Fed. R. Bankr. P. 3022, and Local R. Bankr. P. 3022-1 closing the chapter 11 cases of five filing Debtors; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record of the July 26, 2012 hearing on the Motion; and after due deliberation by the Court; and good and sufficient cause appearing for the Motion, it is hereby

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<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:<sup>2</sup>

1. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157 and 1334, article 13 of the Modified Plan, and paragraphs FF and 56 of the Modification Approval Order. Venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The Motion is GRANTED.

3. The chapter 11 cases of the Closing Debtors identified in Exhibit A, which is attached hereto and incorporated herein by reference, are hereby closed, pursuant to section 350 of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1.

4. The Reorganized Debtors shall continue to pay applicable U.S. Trustee fees, including interest (if any), on account of all of the chapter 11 cases of the Debtors—including the Closing Debtors identified on Exhibit A—when such fees become due and payable.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this order.

Dated: White Plains, New York  
\_\_\_\_\_, 2012

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UNITED STATES BANKRUPTCY JUDGE

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<sup>2</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

**EXHIBIT A**

<b><u>Case No.</u></b>	<b><u>Filing Debtor</u></b>	<b><u>Address per Petition</u></b>	<b><u>Tax ID Number</u></b>
05-44482	ASEC Manufacturing General Partnership	1301 Main Parkway Catoosa, OK 74015	73-1474201
05-44484	ASEC Sales General Partnership	1301 Main Parkway Catoosa, OK 74015	73-1474151
05-44596	Delphi Automotive Systems (Holding), Inc.	5785 Delphi Drive Troy, MI 48098	38-3422378
05-44593	Delphi Automotive Systems Overseas Corporation	5725 Delphi Drive Troy, MI 48098	38-3318021
05-44632	Delphi Automotive Systems Services LLC	5725 Delphi Drive Troy, MI 48098	38-3568834